

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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D.B. ZWIRN SPECIAL OPPORTUNITIES:	08 CV 5438 (RJH)
FUND, L.P.,	:
	:
Plaintiff,	:
	:
- against -	:
	:
SCC ACQUISITIONS, INC., and JOHN DOE	:
1 through JOHN DOE 100,	:
	:
Defendants.	:
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**DECLARATION OF ELISE HUBSHER IN SUPPORT OF PLAINTIFF'S MOTION
FOR AN ORDER REMANDING ACTION TO STATE COURT**

ELISE HUBSHER declares pursuant to 28 U.S.C. § 1746:

1. I am the Global Director of Business Development & Investor Relations for Plaintiff D.B. Zwirn Special Opportunities Fund, L.P. ("Plaintiff"). I submit this declaration in support of Plaintiff's motion (the "Motion") for an order remanding the action to the state court in which it was commenced. I have read the Motion papers, and have personal knowledge of the matters set forth herein.

2. I understand that defendant SCC Acquisitions, Inc. ("Defendant"), alleges that the federal court has subject matter jurisdiction over the controversy between Plaintiff and Defendant because diversity of citizenship exists between them (i.e., Defendant is a citizen of California and Plaintiff is not a citizen of California). I further understand that a limited partnership such as Plaintiff is a citizen of every state in which any of its partners are citizens. I have determined that Plaintiff has partners who are citizens of California.

3. As Plaintiff's Global Director of Business Development & Investor Relations, I am responsible for keeping and maintaining, on Plaintiff's behalf and in the ordinary course of its business, certain books and records, including records that identify Plaintiff's partners (collectively, Plaintiff's "Business Records"). Plaintiff's Business Records consist of, *inter alia*, documents and data compilations that identify acts, events or conditions and that were made at or near the time by, or from information transmitted by, a person with knowledge. Further, such Business Records were and are kept by me in the course of Plaintiff's regularly conducted business activity.

4. A review of Plaintiff's partner roll, which is among Plaintiff's Business Records, demonstrates that Plaintiff's partners are located all over the country and include (a) at least one natural person who is a citizen of the state of California, and (b) at least one partnership whose principal place of business is in California. Consequently, for purposes here, Plaintiff is a citizen of the State of California.

I declare under penalty of perjury that the foregoing is true and correct.

Executed July 10, 2008



ELISE HUBSHER